

IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MARYLAND  
(NORTHERN DIVISION)

PREMIUM OF AMERICA, LLC

Plaintiff,

vs.

SAVE POA, LLC, et al.

Defendants.

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\* Case No. 1:12-cv-00580-WDQ

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**DEFENDANTS' MOTION TO DISMISS FOR LACK OF SUBJECT  
MATTER JURISDICTION OR ALTERNATIVE  
MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM**

Defendants Save POA, LLC and David Hartcorn, by their undersigned counsel, hereby move, pursuant to F.R.C. P. 12(b)(1) and 12(b)(6) for the entry of an order dismissing this case, with prejudice, based on lack of subject matter jurisdiction and failure to state a claim on which relief may be granted. Plaintiff Premium of America, LLC ("POA") is a Delaware limited liability company with offices in Maryland and Pennsylvania. POA seeks a Declaratory Judgment and Injunction against the Defendants, alleging that the Defendants unlawfully solicited proxies from POA members in violation of the federal securities laws and corresponding proxy rules found in Section 14 of the Securities and Exchange Act of 1934 (the "Act" or "Exchange Act").

The Court should, respectfully, grant Defendants' motion to dismiss, as this case does not involve any federal question, and the Plaintiff has failed to state a claim for which relief may be granted. Plaintiff asks the Court to void a solicitation made by an independent party unaffiliated with and unconnected in any way to the managers of a Delaware limited liability company, seeking proxies to nominate and elect new managers for the company. The Plaintiff

affirmatively states in its Complaint that the company's securities are **not** registered under Section 12 of the Exchange Act. Thus, there is no federal question here, as the federal law which the Plaintiff attempts to use to thwart a member vote that elected new managers is inapplicable. The Exchange Act, and corresponding proxy rules, apply, by their express terms, only to companies registered under Section 12 of the Act.

Defendants file together with the Motion a Memorandum of Law.

Dated: March 22, 2012

Respectfully submitted,

/s/Jasen Adams

Jasen D. Adams (Bar No. 15777)  
Jennifer C. Adams (Bar No.15778)  
J.Adams Attorneys, LLC  
1419 Forest Dr., Ste. 205  
Annapolis, MD 21403  
410-280-2345 (t)  
410-280-2346 (f)  
[jasen@jadamslaw.com](mailto:jasen@jadamslaw.com)